

## DESCRIPTION OF *PRO FORMA* TRANSACTIONS AND PUBLIC INTEREST STATEMENT

This is one of a series of filings under Section 1.948(c) of Commission's rules notifying the FCC of the *pro forma* transfer of control of certain licenses from and to various subsidiaries wholly-owned and controlled by AT&T Inc. ("AT&T").<sup>1</sup> The transfers of control that are the subject of these notification filings resulted from an internal reorganization that occurred on December 31, 2009.<sup>2</sup> Specifically, the following transactions took place:

- BellSouth Mobile Systems, Inc. ("BSMS"), merged into an immediate wholly-owned subsidiary, BellSouth Mobile Data Inc. ("BSMD"). As a result, BSMD acquired BSMS' indirect controlling interest in AT&T Mobility LLC ("AT&T Mobility"), which owns or controls several subsidiaries that hold authorizations issued by the Commission.<sup>3</sup> AT&T Mobility, BSMS and BSMD are all wholly-owned subsidiaries of AT&T.
- AT&T Mobility Texas LLC ("Mobility Texas") merged into its immediate parent, New Cingular Wireless PCS, LLC ("NCW PCS"). NCW PCS now holds the FCC authorizations formerly held by Mobility Texas, and has assumed control over former licensee subsidiaries of Mobility Texas.<sup>4</sup>

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<sup>1</sup> 47 C.F.R. § 1.948(c). The licenses involved in the *pro forma* transfers of control include authorizations which were formerly designated entity licenses. All applicable unjust enrichment provisions for these licenses were previously satisfied, however, prior to or in connection with AT&T acquiring control of the licenses subject to the Commission's approval. Accordingly, these licenses are no longer "subject to unjust enrichment provisions" as set forth in Section 1.948(c)(1)(i) and, therefore, prior Commission approval for the *pro forma* assignment and/or transfer of control of these licenses is not required. See 47 C.F.R. § 1.948(c). Further, some of the licenses being transferred were acquired through competitive bidding in the past three years. As the licenses were controlled by AT&T both before and after the internal reorganization, this transaction raises no license trafficking concerns. See 47 C.F.R. § 1.2111.

<sup>2</sup> Prior to the internal organization, New Cingular Wireless PCS, LLC applied for and received consent to the *pro forma* transfer of its satellite earth station licenses (IB file number SES-T/C-20091216-01584, granted December 22, 2009), VSAT license, (IB file number SES-T/C-20091216-01588, granted December 28, 2009), private radio licenses (ULS file number 0004064830, granted December 29, 2009), and experimental licenses (OET file number 0039-EX-TU-2009, granted December 30, 2009).

<sup>3</sup> The transferees/assignees associated with these notifications are all wholly-owned subsidiaries of AT&T and, therefore, are entitled to rely upon AT&T's Form 602 ownership report in submitting these applications. *Wireless Telecomms. Bureau Answers Frequently Asked Questions Concerning Reporting of Ownership Info. On FCC Form 602*, 14 FCC Rcd 8261, 8264 (WTB 1999).

<sup>4</sup> As described herein, Mobility Texas assigned its licenses to NCW PCS on the same day as the change in ownership of AT&T Mobility. Accordingly, the notification for Mobility Texas is styled as a *pro forma* assignment, not a *pro forma* transfer of control. As a result of this assignment, NCW PCS will acquire Mobility Texas' 20% general partnership interest in both Cingular Wireless of Texas RSA #11 LP ("Cingular Texas 11") and Cingular Wireless of Texas RSA #16 LP ("Cingular Texas 16"). NCW PCS currently holds a 62% limited partnership interest in Cingular Texas 11 and a 71.86% limited partnership interest in Cingular Texas 16. For purposes of clarity, these limited partnership interests (which were not impacted by the reorganization) are not displayed on the charts showing the ownership of the affected entities before and after the reorganization.

Attached hereto is a table identifying by name each AT&T licensee subsidiary that holds licenses impacted by the transfer of control. This restructuring does not change the ultimate ownership or control of any licenses as AT&T has controlled and will continue to control the authorizations at issue both before and after the restructuring. Accordingly, the restructuring steps are *pro forma* in nature. The Commission has previously stated that in situations, such as the instant reorganization, where no substantial change of control will occur, “grant of the application is deemed presumptively in the public interest.”<sup>5</sup>

This *pro forma* transaction raises no competition-related concerns. AT&T continues to be attributed with the same amount of spectrum both before and after the transaction, because ultimate control over the subject licenses remains with AT&T. The transaction has not changed (increased or decreased) AT&T’s overall spectrum holdings, created new overlaps in any geographic area or market, or reduced the number of entities providing service in any market. Accordingly, additional information on spectrum overlaps for the geographic markets involved is not provided.

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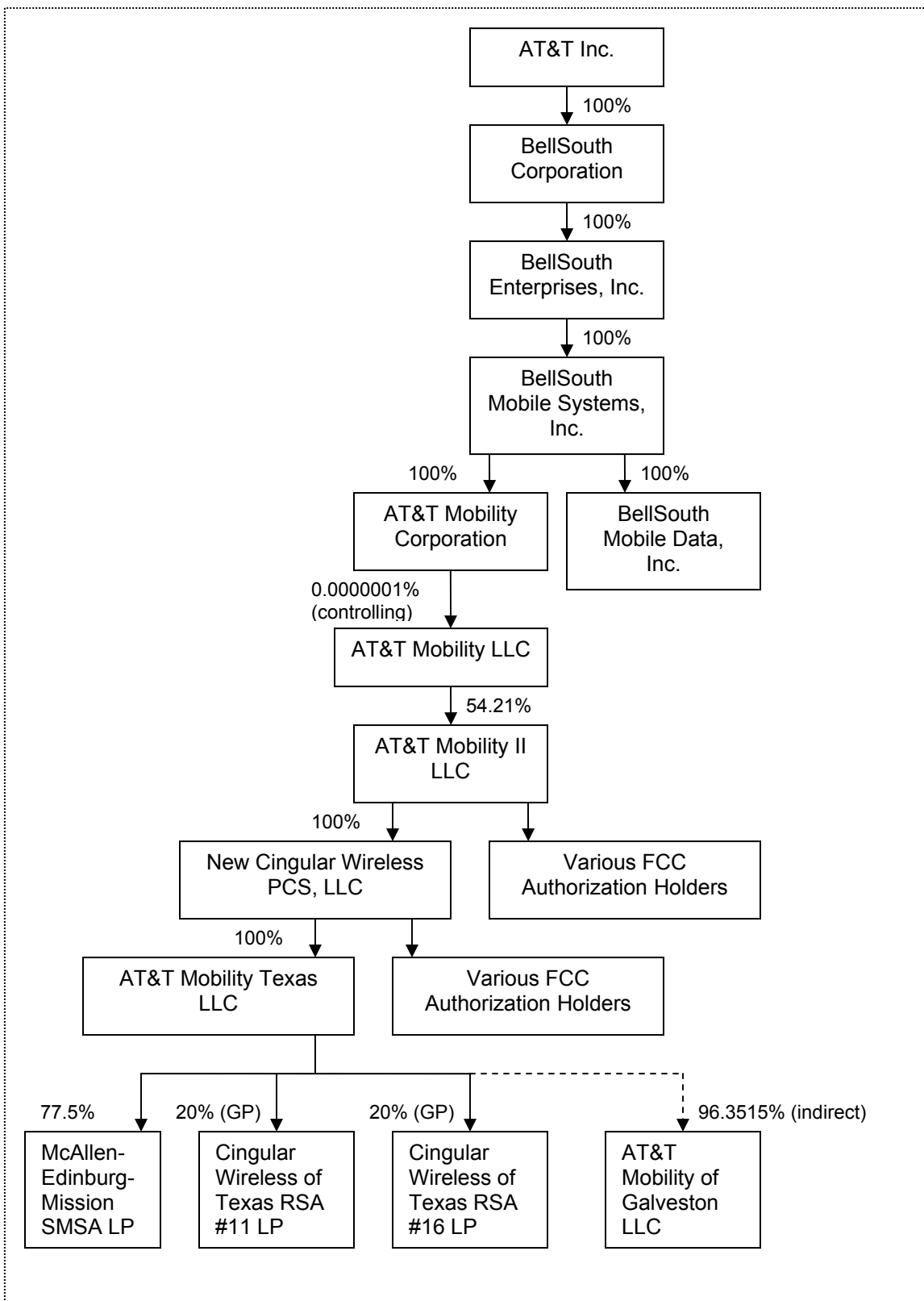
<sup>5</sup> See *Forbearance Regarding Non-Substantial Assignments of Wireless Licenses and Transfers of Control Involving Telecommunications Carriers*, 13 F.C.C.R. 6293, 6295 (1998).

**AT&T Licensees Affected by Internal Reorganization That  
Occurred on December 31, 2009**

<b>Licensee</b>
Acadiana Cellular General Partnership
Alton CellTelCo Partnership
AT&T Mobility of Galveston, LLC
AT&T Mobility Texas LLC
AT&T Mobility Spectrum LLC
AT&T Mobility II, LLC
Bellingham Cellular Partnership
BellSouth Mobile Data, Inc.
Bloomington Cellular Telephone Company
Bradenton Cellular Partnership
Bremerton Cellular Telephone Company
Champaign CellTelCo
Chattanooga MSA Limited Partnership
Cincinnati SMSA Limited Partnership
Cingular Wireless of Texas RSA #11 Limited Partnership
Cingular Wireless of Texas RSA #16 Limited Partnership
Decatur RSA Limited Partnership
Dobson Cellular Systems of Alaska, LLC
Edge Wireless, LLC
Florida RSA No. 2B (Indian River) Limited Partnership
Georgia RSA No. 3 Limited Partnership
Houma-Thibodaux Cellular Partnership
Lafayette MSA Limited Partnership
Louisiana RSA No. 7 Cellular General Partnership
Louisiana RSA No. 8 Limited Partnership
Lubbock SMSA Limited Partnership
Madison SMSA Limited Partnership
McAllen-Edinburg-Mission SMSA Limited Partnership
Melbourne Cellular Telephone Company
Milwaukee SMSA Limited Partnership
Missouri RSA 11/12 Limited Partnership
Missouri RSA 8 Limited Partnership
Missouri RSA 9B1 Limited Partnership
New Cingular Wireless PCS, LLC
Northeastern Georgia RSA Limited Partnership
Oklahoma City SMSA Limited Partnership
Oklahoma Independent RSA 7 Partnership
Oklahoma RSA 3 Limited Partnership
Oklahoma RSA 9 Limited Partnership
Orlando SMSA Limited Partnership
Provo Cellular Telephone Company
Reno Cellular Telephone Company
Salem Cellular Telephone Company
Santa Barbara Cellular Systems, Ltd.
Sarasota Cellular Telephone Company
TeleCorp Communications, LLC
Texas RSA No. 2 Limited Partnership

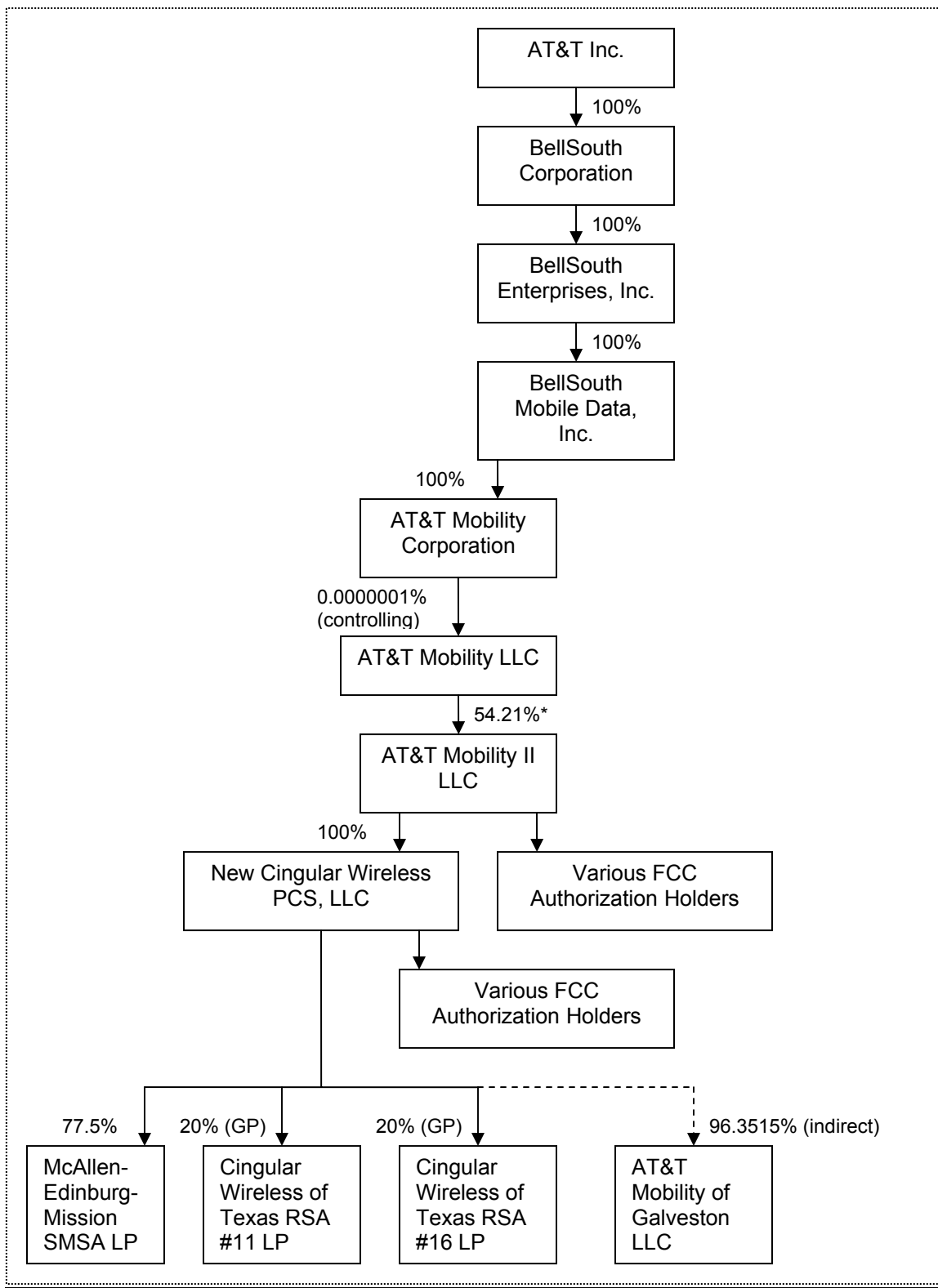
<b>Licensee</b>
Texas RSA 18 Limited Partnership
Texas RSA 19 Limited Partnership
Texas RSA 20B1 Limited Partnership
Texas RSA 6 Limited Partnership
Texas RSA 7B1 Limited Partnership
Texas RSA 9B1 Limited Partnership
Topeka SMSA Limited Partnership
Visalia Cellular Telephone Company

**Pre-Reorganization**



AT&T Inc. indirectly holds the remaining 99.9999999% interest in AT&T Mobility LLC. It also indirectly holds the remaining 45.79% interest in AT&T Mobility II LLC.

# Post-Reorganization



\* Subject to change due to an ongoing ownership appraisal. AT&T Inc. indirectly holds the remaining interest in AT&T Mobility II. AT&T Inc. indirectly holds the remaining 99.9999999% interest in AT&T Mobility LLC.